

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.,

Plaintiff,

V.

C.A. No. 04-10353-PBS

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILLICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants.

DECLARATION OF WENDY S. PLOTKIN

Wendy S. Plotkin deposes and states as follows:

1. I am an attorney in the law firm of Choate, Hall & Stewart, and a member of the bar of the Supreme Judicial Court of the Commonwealth of Massachusetts and the United States District Court for the District of Massachusetts. I am counsel to the above-named defendants and make this declaration in support of the Voice Signal Technologies, Inc.'s Opposition to ScanSoft, Inc.'s Motion to Compel Production of Manfred Grabherr's Employment Agreement with Kurzweil.

2. Attached hereto as Ex. A is a true and correct copy of a letter from Wendy S. Plotkin to Rebecca Hanovice dated July 15, 2005.

3. Attached hereto as Ex. B is a true and correct copy of a letter from Wendy S. Plotkin to Rebecca Hanovice dated July 20, 2005.

* * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

/s/ Wendy S. Plotkin

Dated: July 28, 2005

Exhibit A

CHOATE, HALL & STEWART LLP

WENDY S. PLOTKIN
DIRECT DIAL: (617) 248-5047
EMAIL: WPLOTKIN@CHOATE.COM

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53 STATE STREET
BOSTON, MASSACHUSETTS 02109-2804
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July 15, 2005

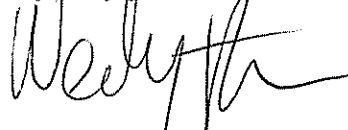
Rebecca Hanovice, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

Re: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Rebecca:

This letter confirms our conversation today in which I informed you that we were in the process of determining whether Manfred Grabherr was in the possession of his employment agreement with Kurzweil. I informed you that if he was in the possession of the agreement, we would produce it to ScanSoft promptly. You informed me that, despite this representation, ScanSoft planned to file its Motion to Compel anyway.

Very truly yours,



Wendy S. Plotkin

WSP:SR:3958881_1.DOC

cc: Robert S. Frank, Jr., Esq.
Sarah Chapin Columbia, Esq.
Paul D. Popeo, Esq.
Paul E. Bonanno, Esq.

Exhibit B

CHOATE, HALL & STEWART LLP

WENDY S. PLOTKIN
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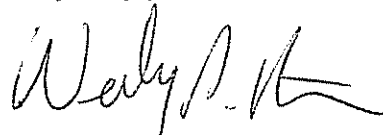
Rebecca Hanovice, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

Re: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Rebecca:

This letter is a follow up to my letter to you dated July 15, 2005 regarding Manfred Grabherr's employment agreement with Kurzweil. Please be advised that Mr. Grabherr performed a diligent search but was unable to locate a copy of the agreement. Therefore, we request that you withdraw ScanSoft's Motion to Compel production of the agreement since it is neither in Voice Signal's nor Mr. Grabherr's possession.

Very truly yours,



Wendy S. Plotkin

WSP:SF:3958881_1.DOC

cc: Robert S. Frank, Jr., Esq.
Sarah Chapin Columbia, Esq.
Paul D. Popeo, Esq.
Paul E. Bonanno, Esq.